

# Invitation to the Annual General Meeting

Feintool International Holding AG

**Wednesday, April 29, 2026, 10:00 AM**

Seelandhotel Weisses Kreuz, Marktplatz 15, 3250 Lyss

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Dear Shareholders,

We are pleased to invite you to the Annual General Meeting for the 2025 business year. It will take place on **Wednesday, April 29, 2026, at 10:00 AM** at the Seelandhotel Weisses Kreuz, Lyss. Doors open at 9:30 AM. Afterward, Feintool invites you to stay and enjoy lunch.

The Annual Report 2025, including the management report and annual financial statements of Feintool International Holding AG, the consolidated financial statements of the Feintool Group, and a copy of the audit report 2025, the compensation report 2025, and the associated audit certificate as well as the report on non-financial matters have been available for review at the company's registered office during business hours since February 26, 2026. The documents can also be viewed on the internet at [www.feintool.com/financial-results/](http://www.feintool.com/financial-results/) and obtained electronically.

Yours sincerely,

Feintool International Holding AG



Norbert Indlekofer  
Chairman of the Board of Directors

## **1. The votes on the financial and non-financial reporting for the 2025 financial year.**

### **1.1 Approval of the management report, the annual financial statements, and the consolidated financial statements of Feintool International Holding AG for 2025**

The Board of Directors proposes that the Annual General Meeting approves the management report, the annual financial statements, and the consolidated financial statements of Feintool International Holding AG for 2025.

**Explanation:** The management report, the financial statements, and the consolidated financial statements were prepared in accordance with the applicable accounting standards and the Swiss Code of Obligations. The audit reports were issued without qualification. The Board of Directors is of the opinion that neither the management report, nor the annual financial statements, nor the consolidated financial statements contain any elements that require special emphasis with regard to the vote.

### **1.2 Vote on the report on non-financial matters for the 2025 financial year**

The Board of Directors proposes that the Annual General Meeting approves the report on non-financial matters for the 2025 financial year (consultative vote).

**Explanation:** With the introduction of Article 964a of the Swiss Code of Obligations, Feintool International Holding AG is obliged to prepare a report on non-financial matters. The report on non-financial matters can be found as a separate chapter in the 2025 Annual Report, which is available online at [www.feintool.com/financial-results/](http://www.feintool.com/financial-results/).

## **2. Formal approval of the actions taken by the Board of Directors and the individuals entrusted with the management of the company**

The Board of Directors proposes that the Annual General Meeting formally approves the actions taken by its members and the individuals entrusted with the management of the company during the 2025 financial year.

**Explanation:** In accordance with Article 698 para. 2 no. 7 of the Swiss Code of Obligations and the Articles of Association of Feintool International Holding AG, the Annual General Meeting is responsible for approving the actions of the members of the Board of Directors and the Executive Board. The Board of Directors is not aware of any circumstances that would make it necessary to refuse to grant formal approval.

### 3. Appropriation of net profit for 2025

The Board of Directors proposes the following distribution of profit:

Retained earnings carried forward	CHF	66 946 466
Annual result	CHF	-3 482 000
<b>Available earnings</b>	<b>CHF</b>	<b>63 464 466</b>
<b>Carried forward to new account</b>	<b>CHF</b>	<b>63 464 466</b>

### 4. Resolution on compensation

#### 4.1 Board of Directors

The Board of Directors proposes to the Annual General Meeting to approve a maximum total amount of CHF 1.0 million for the compensation of the Board of Directors for the period from this ordinary general meeting until the ordinary general meeting in 2027 (expected to be held on April 28, 2027).

**Explanation:** The maximum amount was not exhausted. Therefore, the remuneration framework is being reset to CHF 1.0 million instead of the previous amount of CHF 1.5 million.

#### 4.2 Executive Board

The Board of Directors proposes to the Annual General Meeting to approve a maximum total amount of CHF 2.5 million for the compensation of the Executive Board for the 2027 financial year (January 1 to December 31, 2027).

**Explanation:** The maximum amount corresponds to last year's compensation and has not been increased in the past two years, despite inflation. The compensation amount is in line with market standards.

#### 4.3 Consultative vote on the 2024 compensation report

The Board of Directors proposes that the Annual General Meeting approves the 2024 compensation report (consultative vote).

**Explanation:** The consultative vote on the compensation report is required by law because the variable compensation of the Board of Directors and Executive Board was approved prospectively at the 2023 Annual General Meeting. The compensation report can be found as a separate chapter in the 2024 Annual Report, which is available online at [www.feintool.com/financial-results/](http://www.feintool.com/financial-results/).

#### **4.4 Consultative vote on the 2025 compensation report**

The Board of Directors proposes that the Annual General Meeting approves the 2025 compensation report (consultative vote).

**Explanation:** The consultative vote on the compensation report is required by law because the variable compensation of the Board of Directors and Executive Board was approved prospectively at the 2024 Annual General Meeting. The compensation report can be found as a separate chapter in the 2025 Annual Report, which is available online at [www.feintool.com/financial-results/](http://www.feintool.com/financial-results/).

## **5. Elections**

### **5.1 Election of the Board of Directors**

The Board of Directors proposes to the Annual General Meeting the election of Norbert Indlekofer, Dr. Marcus Bollig, Martin Klöti and Matthias Holzammer (current members) as members of the Board of Directors for a term of office until the end of the next Annual General Meeting (via individual vote). Heinz Loosli, who has held the position until now, will not be standing for re-election. The Board of Directors is seeking a qualified person to join the committee.

**Explanation:** In its current composition, the Board of Directors works efficiently and effectively. It has a balanced composition with regard to the shareholder base, the experience of its members and other aspects relevant to the composition of the Board of Directors.

### **5.2 Election of the Chairman of the Board of Directors**

The Board of Directors proposes to the Annual General Meeting that Norbert Indlekofer (current member) be elected as Chairman of the Board of Directors for a term of office lasting until the end of the next Annual General Meeting.

**Explanation:** Mr. Norbert Indlekofer has led the Board of Directors since his election as Chairman at the 2025 Annual General Meeting. The Board of Directors therefore proposes his re-election.

### **5.3 Election of the Compensation and Nomination Committee**

The Board of Directors proposes to the Annual General Meeting the election of Norbert Indlekofer, Martin Klöti and Matthias Holzammer (current members) as members of the Compensation and Nomination Committee for a term of office until the end of the next Annual General Meeting (via individual vote).

**Explanation:** The Board of Directors is convinced that the Compensation Committee is balanced with the individuals proposed for re-election and that it ideally represents the views of all stakeholders.

#### **5.4 Election of the independent proxy**

The Board of Directors proposes to the Annual General Meeting the reelection of COT Treuhand AG, Lyss, Switzerland, as independent proxy for a term of office until the end of the next ordinary Annual General Meeting.

**Explanation:** The independent proxy has performed its work impeccably over several years. The Board of Directors therefore proposes that the same company be reelected.

#### **5.5 Election of the auditors**

The Board of Directors proposes to the Annual General Meeting that KPMG AG, Zurich, Switzerland, be reelected as auditors for a further term of office of one year.

**Explanation:** The auditors have performed their work in an impeccable manner over several years. The Board of Directors therefore proposes their re-election.

### **6. Amendments to the Articles of Association**

The Board of Directors proposes to the Annual General Meeting that the capital band be extended until April 30, 2029, by replacing the text in Art. 3a as follows:

#### **Capital range**

1. Through April 30, 2029, the Board of Directors is authorized to increase the Company's capital stock in one or more steps to a maximum of CHF 176 934 310.00 (upper limit of the capital range) by issuing a maximum of 2 948 905 registered shares with a par value of CHF 10.00 each and reducing the capital stock in one or more steps to no less than CHF 140,073,000 (lower limit of the capital range), either by canceling a maximum of 737 226 registered shares with a par value of CHF 10.00 each or by reducing the par value of the registered shares accordingly. A reduction and a re-increase can be carried out simultaneously.
2. If the Company's capital stock is increased within the capital range, the number of shares by which a reduction can be effected increases in such a way that the lower end of the capital range can be reached. If the Company's capital stock is decreased within the capital range, the number of shares by which an increase in capital stock can be effected decreases in such a way that the upper end of the capital range can be reached. If a change in capital stock occurs through a change in par value, the upper and lower limits of the capital range remain in place, but the number of shares of the potential changes and the par values are adjusted.
3. In the event of an increase in capital stock, the new shares must be fully paid up. In the event of a reduction in capital stock, the amount of the reduction may be distributed to the shareholders in whole or in part and/or transferred to the reserves as decided by the Board of Directors.

4. Subscription and acquisition of the new registered shares as well as any subsequent transfer are subject to the provisions of Article 4 of the Articles of Association.
5. The Board of Directors determines the date on which new shares are to be issued, their issue price, the form of payment, the conditions for exercising subscription rights, and the commencement of dividend rights. The Board of Directors may issue new shares by way of a fixed underwriting or intermediation by a financial institution, a consortium of financial institutions, or another third party and then submit an offer to existing shareholders or to third parties (if the subscription rights of the existing shareholders have been revoked or are not validly exercised).

The Board of Directors is authorized to permit, restrict, or exclude trading in subscription rights.

The Board of Directors may allow subscription rights that have not been exercised to lapse, or it may place them or shares for which subscription rights have been granted but not exercised at market conditions or at the terms of the equity offering in which the subscription rights were not exercised or otherwise use them in the interests of the Company.

6. The Board of Directors may exclude shareholders' subscription rights, in whole or in part, and allocate them to individual shareholders or third parties, including subsidiaries, (i) for the purposes of using the shares to allow strategic partners to invest in the Company; (ii) to acquire or invest in companies, parts of companies, participating interests, products and product development programs, intellectual property rights or licenses to develop, manufacture, or distribute products or for placements of shares to finance or refinance such acquisition or investment projects by the Company; (iii) to facilitate a transaction by means of a share exchange; (iv) to expand the shareholder base in certain investor markets or in connection with the listing of the shares on foreign stock exchanges; (v) in order to grant shares to employees or members of the Board of Directors or Advisory Board, namely by granting rights to receive shares, subject to specific conditions or the expiry of time periods; (vi) for the purpose of quickly and flexibly raising equity through an equity offering which would be difficult or impossible with subscription rights; (vii) to create reserve shares intended for the purposes mentioned above or to underpin financial instruments issued at market conditions; (viii) to service financial instruments issued at market terms; (ix) to meet regulatory requirements that make it difficult or impossible to exercise subscription rights; or (x) to create a (possibly variable) portfolio of shares intended for share lending in connection with financial instruments issued or guaranteed by the Company, namely convertible bonds. In all other cases, subscription rights will be retained.
7. The exclusion of subscription rights pursuant to section 6 of this Article 3a of the Articles of Association is permissible for a maximum of 10% of the number of shares already issued immediately before the respective equity offering. This percentage will be reduced to the extent that advance subscription rights have been excluded in accordance with Article 3b(1) of the Articles of Association.

8. If and insofar as the Board of Directors has used and/or reserved the existing conditional capital pursuant to Art. 3b(1) of the Articles of Association, the authorization of the Board of Directors to increase the Company's capital stock within the limits of the capital range pursuant to section 1 of this Article 3a of the Articles of Association will be reduced to the extent of such use or the existing reservation.

**Explanation:** The Board of Directors will propose to the Annual General Meeting that the capital band be extended until April 30, 2029. The capital band was limited in the Articles of Association until April 30, 2026 and is now to be extended until April 30, 2029.

## 7. Organisational points

### Postal delivery of the documents

The following documents will be mailed to shareholders whose names are entered in the share register by 5:00 PM (close of book) on Wednesday, April 22, 2026, at their last known address:

- The invitation to the Annual General Meeting
- The registration form with reply envelope

### Future receipt of the invitation to the Annual General Meeting in digital form

If you would like to receive the invitation to the Annual General Meeting in electronic form in the future, you can select the corresponding option under "Select delivery method" on the electronic voting platform at <https://feintool.netvote.ch>. Your login details can be found on the enclosed reply slip.

### Admission

Admission cards for the General Meeting can also be requested via netVote and not only by the registration form. Registrations must be sent using the enclosed registration slip to Feintool International Holding AG, c/o areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf, and be received by April 24, 2026 at the latest (date of receipt).

### Representation at the Annual General Meeting

In accordance with Art. 10 para. 2 of the Articles of Association, a shareholder may only be represented at the Annual General Meeting by a third party designated in writing or by the independent proxy. A written power of attorney must be issued for this purpose (see registration form).

COT Treuhand AG, Bielstrasse 29, 3250 Lyss, is the currently appointed independent proxy.

In the event that the independent proxy is unable to attend, the Board of Directors will appoint a new independent proxy. The proxies granted to the independent proxy will also apply to any such new independent proxy appointed by the Board of Directors. Shareholders who wish to authorize the independent proxy and provide the proxy instructions on how to exercise their voting rights should send their signed and dated registration form together with the enclosed reply envelope directly to COT Treuhand AG or Feintool International Holding AG, c/o areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf, by no later than April 24, 2026 (date of receipt).

Similarly, proxies and instructions can be issued to the independent proxy in electronic form at <https://feintool.netvote.ch> by no later than 12:00 PM on April 26, 2026.

**Note on filming and photography**

Filming and photography will take place at the Annual General Meeting. The resulting material may be used for internal (or external) reporting and for company publications (e.g., website, annual report). If you do not wish to be filmed or photographed, please notify reception.

**Language**

The Annual General Meeting will be conducted in German, without simultaneous translation.

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For any questions regarding the General Meeting please contact us under +41 32 387 51 11

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